

**HELM**  
**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

October 11, 1991

• 17565

REGISTRATION NO. \_\_\_\_\_ FILED 1425

OCT 16 1991 - 10:25 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue NW  
Washington DC 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of September 18, 1991 between the following parties:

Lessor: HM Joint Venture  
a California Joint Venture  
One Embarcadero Center, 35th Floor  
San Francisco CA 94111

Lessee: Arch Mineral Corporation  
200 North Broadway  
St. Louis MO 63102  
Attn: AVP, Transportation

The Equipment involved in this transaction is as follows:

Equipment: See Schedule A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

*Karen Rahnasto*

Karen Rahnasto  
Fleet Operations Administrator

KMR:dll  
enclosures

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17565  
RECORDATION NO. \_\_\_\_\_ FILED 1003  
OCT 16 1991 - 10 15 AM  
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of September 18<sup>th</sup> 1991 (the "Lease") between HM Joint Venture, a joined venture organized under the laws of the State of California (the "Lessor"), and Arch Mineral Corporation, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor represents that it has the right to lease the open top hoppers, more fully described in Schedule A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 26<sup>th</sup> day of September, 1991.

LESSEE

ARCH MINERAL CORPORATION

By Ned Naeck  
Title AVP Transportation

LESSOR

HM JOINT VENTURE  
a California Joint Venture

By: HELM EQUIPMENT LEASING  
CORPORATION, a general  
partner

By [Signature]  
Title President

and

By: MANSBACH REALTY COMPANY,  
a general partner

By [Signature]  
Title President

SCHEDULE A  
TO  
MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

Equipment Description

Equipment Numbers

Two-hundred three (203)  
3,502 cubic foot, 100-ton  
capacity, roller bearing, three-  
pocket open top coal hopper  
railcars built by Missouri  
Pacific in 1967.

Series URDX 87000-87499.  
Actual car numbers to be  
determined.

Ninety-four (94) 3,422  
cubic foot, 100-ton capacity,  
roller bearing, three-pocket  
open top coal hopper railcars  
built by Bethlehem Steel in 1967.

Series URDX 87000-87499.  
Actual car numbers to be  
determined.

STATE OF CALIFORNIA       )  
                                      )  
COUNTY OF SAN FRANCISCO )

On this 1st day of October, 1991, before me personally appeared Richard C. Kirchner to me personally known, who, being by me duly sworn, says that he is President of HELM EQUIPMENT LEASING, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier  
Notary Public

My Commission Expires:

July 26, 1993

[Notarial Seal]



STATE OF KENTUCKY       )  
                                      )  
COUNTY OF BOYDE        )

On this 26 day of Sept, 1991, before me personally appears Gerald Mansbach, to me personally known, who being by me duly sworn, says that he is a President of Mansbach Realty Company, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edward B. Penneker  
Notary Public

My Commission Expires:

12/6/1994

[Notarial Seal]



STATE OF MISSOURI       )  
                                      ) S  
COUNTY OF ST. LOUIS    )

On this 18th day of September, 1991, before me personally appears Neil Novak, to me personally known, who being by me duly sworn says that he is an Asst Vice President of Arch Mineral Corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ruth A. Olney  
Notary Public

My Commission Expires: 2/15/93

[Notarial Seal]

RUTH A. OLNEY  
NOTARY PUBLIC STATE OF MISSOURI  
ST. LOUIS COUNTY  
MY COMMISSION END FEB 15, 1993